

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

ZYMERGEN INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11661 (KBO)

(Jointly Administered)

**NOTICE OF AGENDA FOR HEARING SCHEDULED FOR
NOVEMBER 1, 2023, AT 1:30 P.M. (EASTERN TIME)**

This hearing will be conducted in person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court.

Please use the following link to register for this hearing:

https://debuscourts.zoomgov.com/meeting/register/vJIsduqrrDstH_zRQBP-f4G-PRm0ajMN_-s#/registration

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

Topic: Zymergen Inc., et al.

Time: November 1, 2023, at 1:30 p.m. (Eastern Time)

RESOLVED MATTERS

1. Debtors' Motion for Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Services, (II) Approving Proposed Adequate Assurance of Payment to Utility Providers and Authorizing Debtors to Provide

¹ The Debtors in these chapter 11 cases, along with the Debtors' federal tax identification numbers, are Zymergen Inc. (2439), Lodo Therapeutics Corporation (8730), enEvolv, Inc. (2402), and Genesis Acquisition Sub, LLC (3640). The corporate headquarters and the mailing address for the Debtors is 1440 Stanford Ave., Emeryville, California 94608.

Additional Assurance, (III) Establishing Procedures to Resolve Requests for Additional Assurance and (IV) Granting Related Relief ([D.I. 4](#), filed 10/3/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the “Committee”).

Responses Received:

- a) Informal comments received from the Office of the United States Trustee (the “U.S. Trustee”); and
- b) Informal comments received from the Committee.

Related Documents:

- a) Interim Order (I) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Services, (II) Approving Proposed Adequate Assurance of Payment to Utility Providers and Authorizing Debtors to Provide Additional Assurance, (III) Establishing Procedures to Resolve Requests for Additional Assurance and (IV) Granting Related Relief ([D.I. 33](#), entered 10/4/23);
- b) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23); and
- c) Final Order (I) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Services, (II) Approving Proposed Adequate Assurance of Payment to Utility Providers and Authorizing Debtors to Provide Additional Assurance, (III) Establishing Procedures to Resolve Requests for Additional Assurance and (IV) Granting Related Relief ([D.I. 101](#), entered 10/26/23).

Status: An order has been entered. A hearing on this matter is not necessary.

- 2. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Their Bank Accounts and Existing Business Forms, (D) Implement Changes to the Existing Cash Management System as Necessary, and (E) Continue Ordinary Course Affiliate Transactions, (II) Waiving the U.S. Trustee’s Operating Guidelines, and (III) Granting Related Relief ([D.I. 7](#), filed 10/3/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the Committee; and
- b) Informal comments received from Silicon Valley Bank.

Related Documents:

- a) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23);
- b) Interim Order (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Their Bank Accounts and Existing Business Forms, (D) Implement Changes to the Existing Cash Management System as Necessary, and (E) Continue Ordinary Course Affiliate Transactions, (II) Waiving the U.S. Trustee's Operating Guidelines, and (III) Granting Related Relief ([D.I. 41](#), entered 10/20/23);
- c) Notice of Final Hearing Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Their Bank Accounts and Existing Business Forms, (D) Implement Changes to the Existing Cash Management System as Necessary, and (E) Continue Ordinary Course Affiliate Transactions, (II) Waiving the U.S. Trustee's Operating Guidelines, and (III) Granting Related Relief ([D.I. 42](#), filed 10/20/23); and
- d) Final Order (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Their Bank Accounts and Existing Business Forms, (D) Implement Changes to the Existing Cash Management System as Necessary, and (E) Continue Ordinary Course Affiliate Transactions, (II) Waiving the U.S. Trustee's Operating Guidelines, and (III) Granting Related Relief ([D.I. 100](#), entered 10/26/23).

Status: An order has been entered. A hearing on this matter is not necessary.

- 3. Debtors' Application for Entry of an Order (I) Authorizing Retention and Employment of Chilmark Partners, LLC as the Debtors' Financial Advisor *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief ([D.I. 45](#), filed 10/11/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee

Responses Received:

- a) Informal comments received from the U.S. Trustee; and
- b) Informal comments received from the Committee.

Related Documents:

- a) Order (I) Authorizing Retention and Employment of Chilmark Partners, LLC as the Debtors' Financial Advisor *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief ([D.I. 107](#), entered 10/27/23).

Status: An order has been entered. A hearing on this matter is not necessary.

4. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Intrepid Investment Bankers LLC as Investment Banker for the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 327(a) and 328, *Nunc Pro Tunc* to the Petition Date, (II) Waiving Certain Requirements Imposed by Local Rule 2016-2, and (III) Granting Related Relief ([D.I. 47](#), filed 10/11/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the U.S. Trustee.

Related Documents:

- a) Order (I) Authorizing the Retention and Employment of Intrepid Investment Bankers LLC as Investment Banker for the Debtors and Debtors in Possession, Pursuant to 11 U.S.C. §§ 327(a) and 328, *Nunc Pro Tunc* to the Petition Date, (II) Waiving Certain Requirements Imposed by Local Rule 2016-2, and (III) Granting Related Relief ([D.I. 102](#), entered 10/26/23).

Status: An order has been entered. A hearing on this matter is not necessary.

5. Application of Debtors for Entry of an Order Under 11 U.S.C. § 327 as Supplemented by Bankruptcy Rule 2014 and Local Rule 2014-1 Authorizing the Employment and Retention of Epiq Corporate Restructuring, LLC as Administrative Advisor to the Debtors, *Nunc Pro Tunc* to the Petition Date ([D.I. 48](#), filed 10/11/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the U.S. Trustee.

Related Documents:

- a) Order Authorizing the Employment and Retention of Epiq Corporate Restructuring, LLC as Administrative Advisor to the Debtors Pursuant to 11 U.S.C. § 327 as Supplemented by Bankruptcy Rule 2014 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date ([D.I. 103](#), entered 10/26/23).

Status: An order has been entered. A hearing on this matter is not necessary.

6. Debtors' Motion for an Order Authorizing the Retention and Employment of Professionals Used in the Ordinary Course *Nunc Pro Tunc* to the Petition Date ([D.I. 65](#), filed 10/18/23).

Response Deadline: October 25, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the Committee.

Related Documents:

- a) Order Authorizing the Retention and Employment of Professionals Used in the Ordinary Course *Nunc Pro Tunc* to the Petition Date ([D.I. 108](#), entered 10/27/23).

Status: An order has been entered. A hearing on this matter is not necessary.

7. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals ([D.I. 66](#), filed 10/18/23).

Response Deadline: October 25, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the Committee.

Related Documents:

- a) Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals ([D.I. 109](#), entered 10/27/23).

Status: An order has been entered. A hearing on this matter is not necessary.

MATTERS UNDER CERTIFICATION

8. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits and Other Compensation Obligations and (II) Granting Related Relief ([D.I. 6](#), filed 10/3/23).

Response Deadline: October 25, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the Committee.

Related Documents:

- a) Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits and Other Compensation Obligations and (II) Granting Related Relief ([D.I. 35](#), entered 10/4/23);
- b) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23);
- c) Debtors' Supplement to Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits and Other Compensation Obligations and (II) Granting Related Relief ([D.I. 64](#), filed 10/18/23); and
- d) Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Wages, Benefits and Other Compensation Obligations and (II) Granting Related Relief ([D.I. 116](#), filed 10/30/23); and

Status: On October 30, 2023, the Debtors filed a certification of counsel with respect to this matter. Accordingly, no hearing on this matter is necessary unless the Court directs otherwise.

- 9. Debtors' First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (B) Abandon Any Personal Property that Remains at Leased Premises, and (II) Granting Related Relief ([D.I. 10](#), filed 10/3/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received: None.

Related Documents:

- a) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23); and
- b) Certificate of No Objection Regarding Debtors' First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to (A) Reject Certain Unexpired Leases *Nunc Pro Tunc* to the Petition Date, and (B) Abandon Any Personal Property that Remains at Leased Premises, and (II) Granting Related Relief ([D.I. 115](#), filed 10/30/23).

Status: On October 30, 2023, the Debtors filed a certificate of no objection with respect to this matter. Accordingly, no hearing on this matter is necessary unless the Court directs otherwise.

10. Debtors' Motion for Entry of an Order (I) Authorizing Debtors to Seal Certain Personally Identifiable Information for Customers, Creditors, and Parties in Interest and (II) Granting Related Relief ([D.I. 14](#), filed 10/3/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the U.S. Trustee.

Related Documents:

- a) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23); and
- b) Certification of Counsel Regarding Order (I) Authorizing Debtors to Seal Certain Personally Identifiable Information for Customers, Creditors, and Parties in Interest and (II) Granting Related Relief ([D.I. 92](#), filed 10/25/23).

Status: On October 25, 2023, the Debtors submitted a certification of counsel with respect to this matter. Accordingly, no hearing on this matter is necessary unless the Court directs otherwise.

11. Debtors' Motion for Entry of an Order (I) Establishing Certain Bar Dates for Filing Proofs of Claim Against the Debtors, and (II) Granting Related Relief, Including Notice and Filing Procedures ([D.I. 25](#), filed 10/4/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 30, 2023, at 12:00 p.m. (ET) for the Committee

Responses Received:

- a) Informal comments received from the U.S. Trustee.

Related Documents:

- a) Omnibus Notice of Motions and Hearing Thereon ([D.I. 37](#), filed 10/6/23); and
- b) Certification of Counsel Regarding Order (I) Establishing Certain Bar Dates for Filing Proofs of Claim Against the Debtors, and (II) Granting Related Relief, Including Notice and Filing Procedures ([D.I. 118](#), filed 10/30/23).

Status: On October 30, 2023, the Debtors filed a certification of counsel with respect to this matter. Accordingly, no hearing on this matter is necessary unless the Court directs otherwise.

12. Debtors' Application for Entry of an Order Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date ([D.I. 46](#), filed 10/11/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 27, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received: None.

Related Documents:

- a) Certificate of No Objection Regarding Debtors' Application for Entry of an Order Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date ([D.I. 114](#), filed 10/30/23).

Status: On October 30, 2023, the Debtors filed a certification of counsel with respect to this matter. Accordingly, no hearing on this matter is necessary unless the Court directs otherwise.

MATTER GOING FORWARD

13. Debtors' Motion for (I) an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (B) Approving the Debtors' Entry into Stalking Horse Agreement and Related Bid Protections (C) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (D) Scheduling an Auction and Sale Hearing; (E) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (F) Granting Related Relief; (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Claims, Liens, and Encumbrances; and (B) Approving the Assumption and Assignment of Designated Executory Contracts and Unexpired Leases; and (III) Certain Related Relief ([D.I. 5](#), filed 10/3/23).

Response Deadline: October 24, 2023, at 4:00 p.m. (ET); extended to October 30, 2023, at 4:00 p.m. (ET) for the Committee.

Responses Received:

- a) Informal comments received from the Committee;
- b) Informal comments received from Pivot Bio;
- c) Reservation of Rights of Solvay USA, Inc. in Response to Debtor's Motion for an Order Approving (I) Bid Procedures; and Assumption, Assignment and Rejection

Procedures; (II) a Free and Clear Sale of the Debtors' Assets; and (III) Certain Related Relief ([D.I. 76](#), filed 10/24/23); and

- d) Limited Objection of the United States Trustee to Debtors' Motion to Establish Bid Procedures ([D.I. 77](#), filed 10/24/23).

Related Documents:

- a) Notice of Hearing Regarding Debtors' Motion for (I) an Order Pursuant to Sections 105, 363, 364, 365 and 541 of the Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 and 9007 and Del. Bankr. L.R. 2002-1 and 6004-1 (A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets; (B) Approving the Debtors' Entry into Stalking Horse Agreement and Related Bid Protections (C) Approving Procedures for the Assumption and Assignment or Rejection of Designated Executory Contracts and Unexpired Leases; (D) Scheduling an Auction and Sale Hearing; (E) Approving Forms and Manner of Notice of Respective Dates, Times, and Places in Connection Therewith; and (F) Granting Related Relief; (II) an Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Claims, Liens, and Encumbrances; and (B) Approving the Assumption and Assignment of Designated Executory Contracts and Unexpired Leases; and (III) Certain Related Relief ([D.I. 38](#), filed 10/6/23).

Status: The Debtors are negotiating with the Committee about whether an agreed upon form of Bidding Procedures Order can be submitted to the Court. If a resolution is not reached, the Debtors have received leave of Court to file a reply on October 31, at 4:00 p.m. (ET). If no resolution is reached, this matter will go forward. The Debtors intend to file revised forms of the Bidding Procedures Order and Sale Order prior to the hearing. The Debtors intend to present the testimony of Ivona Smith and Lorie Beers at the hearing.

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Dated: October 30, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Sophie Rogers Churchill

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

Derek C. Abbott (No. 3376)

Curtis S. Miller (No. 4583)

Matthew O. Talmo (No. 6333)

Sophie Rogers Churchill (No. 6905)

1201 Market Street, 16th Floor

Wilmington, Delaware 19801

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

Email: dabbott@morrisnichols.com

cmiller@morrisnichols.com

mtalmo@morrisnichols.com

srchurchill@morrisnichols.com

*Proposed Counsel to the Debtors and
Debtors in Possession*